m ANYALLY executed FORM D OMB Humbar: 3235-0076 Expires: January 31, 1988 LS. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 C USE ONLY 1 2003 Serial NOTICE OF SALE OF SECURITIES 2003 DATE RECEIVED PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTIONANCIAL Name of Offering (O Isolagen, Inc. (O check if this is an amendment and name has changed, and indicate change.) Filing Under (Check box(es) that apply): □ Rule 504 C) Rule 505 Rule 506 [] ULOE O New Filing Amendment ASSESSMENTHE CASHONED ATA Enter the information requested about the issuer Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) Isolagen, Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 713-780-4754 2500 Wilcrest, 5th Floor, Houston, TX 77042 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Research, development and commercialization of autologous cellular systems Type of Business Organization corporation [] limited partnership, already formed Other (please sp D business trust ☐ limited partnership, to be formed Month Year 0 | 9 9 2 Actual or Estimated Date of Incorporation or Organization: □ Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) GENERAL INSTRUCTIONS Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File; U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new siling must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no sederal siling sec. This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption a fee in the claim for the exemption of the exemption o tion, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such

law. The Appendix to the notice constitutes a part of this notice and must be completed.

exemption is predicated on the filing of a federal notice.

2. E	nter the information r	=				
•				zed within the past live		
•	Each beneficial owner securities of the issue	er having the po er;	wer to vote or dispose	, or direct the vote or o	disposition of, 10°	% or more of a class of equity
•	Each executive office	r and director of	corporate issuers and	of corporate general as	nd managing parti	ers of partnership issuers; and
•	Each general and ma	maging partner	of partnership issuers.	•		
Check	Box(es) that Apply:	O Promoter	Beneficial Owner	Executive Office	cer Director	General and/or     Managing Partner
	ame (Last name first, Lape, Frank	il individual)	`			
	ss or Residence Addre o Isolagen, Inc		nd Street, City, State, 1crest, 5th F1	Zip Code) , Houston, TX 7	7042	
. Oneas	Por(e) deu Aboj, c	TiPromoten-	(Britania) Orien	Direction One	, Oliveia	s in General and/on - Managing Patriners of
	ine (Laterante inc.					
Dosini	s of Residence Addre	(v = ()hanbe(+n	d Super-Gris, State	Zij 5x(b)		
		☐ Promoter	Beneficial Owner	D Executive Office	r Director	General and/or Managing Partner
	me (Last name first, i		Isolagen, Inc.		· · · · · · · · · · · · · · · · · · ·	
	or Residence Address		d Street, City, State, 2			
c/c	Idolagen, Inc	., 2500 W1	lcrest, 5th Fl.	, Houston, TX 7	7042	
	ordo) died Applysie no (Gostorme Grego		Official Coper	10 Ercesine Olisco	e E Dictor	Hil General and Art Ministering Parties
	on Rospiente Aldres	e Zishinibaran	15 - 200 - 200 - 500			
		· /.	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
	ic (Last name first, if aluso, Michael	individual)	·	· · · · · · · · · · · · · · · · · · ·		
	or Residence Address Isolagen, Inc.				7042	
Circle	ric)(tát/típlr - L	Propora	Alcadical Ovices	DEXAMPLE OF A	Elithice of	el Gercelandlore Managne Partner
	e (Establic fin a)	pdrodon)				Stanta
ilismes)	in Residence Address	Numberend	Site), Gly, Sinte, in	(Code)		
Theck Bo	x(&) that Apply: 🛛	Promoter X	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
	c (Last name first, if i non, Michael	ndividual)				
Business c	r Residence Address Isolagen, Inc.	(Number and to 2500 Wilco	Street, City, State, Zip Crest, 5th Fl.,	Code) Houston, TX 77	042	•

## ASBASICADENTIFICATION DATA:

- 2. Enter the information requested for the following:
  - · Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	O Promoter	D Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual)				
Marko, Olga			•	· 	·
Business or Residence Addre	zs (Number :	and Street, City, State,	Zip Code)		
c/o Isolagen, I	nc., 2500	Wilcrest, 5th F.	loor, Houston, T	X 77042	
Cheek Bor(a) abati Apply	Él Ponora	Elikacian) Ouras	DEcoding (1) join	D Driego	E General and/or Managing Pariner
rall Name (Last name des),	it failteanni)				
Business of Residence Addre	is (Nimber	ndSreet, 919, SanS	II) (50.b)		
Check Box(cs) that Apply:	O Promoter	D Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i Tomz, Jeffrey, V					
Business or Residence Address c/o Isolagen, Ir			<b>Tip Code)</b> Loor, Houston, T	X 77042	· · · · · · · · · · · · · · · · · · ·
aktekiikor(E) phinaApply.	Ekronoia,	(Undication) Owners	El Excenic Olitica	O Director	El Ceneral and/or - Managing Patiners
nii Name (Last) name (nat, a	(Indoara)				
hismess (téResplente Addies	s=s(Numberar	id Street City, State, Z	m(Gvdc);		
Theck Box(es) that Apply:	□ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	O General and/or Managing Partner
ull Name (Last name first, in Benchmark Equity G	•				
Susiness or Residence Address 500 Gemini, Suite		•	ip Code)		•
heet Bix(cs) that Apply	El Promoter	El Baratasi Ovias	B Exerinye Officer :	<b>Bibirator</b>	El Central and for Minaping Partners
il Stute (Feetpaine utre I	riedryidhai)				
isinėss or Residence Aldress	⊨ (Numberan	8 Street Oily, Sage, 74	p(Godé)		
heck Box(es) that Apply: [	) Promoter	☐ Beneficial Owner	D Executive Officer	Director	☐ General and/or Managing Partner
ull Name (Last name first, if Morrel, Steven	individual)				
usiness or Residence Address c/o Isolagen, Inc.,	•			042	

NDATA	<b>N. T.</b> J.

2. Enter the information requested for the following:

- · Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity
- ınd

securities of the issuer;				
<ul> <li>Each executive officer and director of</li> </ul>	of corporate issuers and c	of corporate general and	managing partne	ers of partnership issuers; a
<ul> <li>Each general and managing partner</li> </ul>	of partnership issuers.		_	
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Smith, E Ashley		•		
Business or Residence Address (Number c/o Isolagen, Inc., 2500)			77042	
Chee's Box(es) (bat Apply: Cl.Promoter	Billianotean Denict	E) Excedire (Mosi	D) Breedos	E Garral and/or Matering Partner
pill Name (Pass name inst, (Plinifyrium))				
Business of Residence Address of Chimbers	nid Steer, Gise Seife	Air (600.6)		
Check Box(es) that Apply:   Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) De Martino, Ralph				
Business or Residence Address (Number a c/o Isolagen, Inc., 2500 V			'042	
the Livnes) thre Apply . He Propoter	(Backgal General	El Examine Officer	(I) Diccior	FI Concretand/or Managing Pattners
Fills Name (Cast name (not pithhilis atia))				
Russicas or Residence Address :: (Number a	nd Since City, Sinc, 7	in(Colle)		
Check Box(es) that Apply:     Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Clift, Vaughan				
Business or Residence Address (Number as c/o Isolagen, Inc., 2500 Wi	nd Street, City, State, Z ilcrest, 5th Flo	ip Code) or, Houston, TX	77042	
Check Bix(C) that Apply : III Promoters	(Billenelicia) Oxner	(I) Executive Officers	Elepiración	El General and/or Managing Partner
Fill(NameX(Leximane trata) (ambindual))				
Business of Residence Address - (Number of	od Street (Mty, State, 7	p.(Sode)		
Check Box(es) that Apply:   Promoter	D Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)  Haight, Nelson		· · · · · · · · · · · · · · · · · · ·		
Business or Residence Address (Number an	id Street, City, State, Zi	p Code)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

c/o Isolagen, Inc., 2500 Wilcrest, 5th Fl., Houston, TX 77042

				e de la companya de l	INFORK	KATONEA	BOBIEO)	PERING		77 A 70 A			
ı. Ha	ıs the issu	er sold, or	does the i	issuer iale	ad to sell,	to non-acc	acdited in	restors in t	his offerio	e?	••••••	Va	W.
				Answer als	o ia Appe	ndix, Colu	ma 2, il fi	ling under	ULOE.				./~
2. WI	hat is the Unles	minimum s waive	investment ed by t	that will he Com	be accepted	d from an	y individua	d?				··· \$ 49	9,00
						unit?						··· 💥	D No
sio: to l list	n or simila be listed is the name	r remuniers an associa of the bro	ation for so ated person aker or dea	dicitation of or agent ler. If mo	of a broke of purchase of purchase	us been or vers in conne or or dealer or (5) perso broker or	ection with registered ns to be lis	sales of sec with the S ted are as	curities in t EC and/o	he ottenne c with a st	s. II a pers tie or stat	on ය,	
Full Nan	ne (Last n ordham	ame first, Financ	<b>if individ</b> u ial Man	al) agemen	t, Inc.			•					
						tate, Zip ( rk, NY							
Name of	Associate	d Broker	or Dealer						•			,	
Se	e abov	e.											
States in	Which Po	rson Liste	d Has Soli	cited or I	tends to S	olicit Pun	basers					<b>X</b> /	
(Check	"All Sta	tes" or ch	eck individ	ual States		•••••	• • • • • • • • •	•••••			••••••	X All	States
[AL] [IL] [MT] [RL]	[AK] [IN] [NE]	[AZ] [IA] [NY] [SD]	[AR] [KS] [NH] [TN]	[CA] (KY] (Ņ)] [TX]	[00] [LA] [MM] [UT]	[CT] (ME) (NY) (YT)	[DE] (MD) [NC] [YA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OŘ] [WY]	[ ID ] [MO] [PA] [PR]	] ]
		ــــــــــــــــــــــــــــــــــــــ										:	
Full Nam	c (ryzr m	mė mrt i	i individu:	ц				•					
Business	or Resider	ace Addres	s (Number	and Stree	t, City, St	ate, Zip C	ode)						
Name of	Associate	i Broker o	r Dealer					•	-	••••••			
			Has Solic	-		dicit Purc	hasers					CI AII S	iales
•	(AK)	[AZ]	[AR]	[CA]	[∞]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
(IL)	[M]	[14]	[KS]	[KY]	[LA]	[MB]	[MD]	[MA]	[MI]	[MM]	[MS]	[MO]	
[TM]	[NE]	[NA]	(HH)	[m]	[MM]	[NY]	[NC]	[MD]	[OH]	[OK]	(OR)	[PA] [PR]	
[RI]	(sc)	(SD)	[111]	[TX]	(UT)	[VT]	[VA]	[AW]	[WY]	{ WI }	[WY]		
Full Name	(Last na	me first, if	individual	0			•						
Business o	r Residen	∞ Address	(Number	and Street	, City, Sta	te, Zip O	ode)	<del></del>					
				. ** *		~;							
Name of A	Associated	Broker or	Dealer										٠.
States in V	Vhich Per	son Listed	Has Solici	ted or Int	ends to So	licit Purch	asers						4
		•	k individu								• • • •	O All So	,al⇔
[AL]	[AK]	[AZ].	[AR]	[CA]	$[\infty]$	[CT]	[DE]	[DC]	[FL]	[GA]	{ HI }	[ DI ] [OM]	
[IL]	[M]	[ AI ]	[KS]	[KY]	[LA]	[ME]	[MD]	[AM]	[MI]	[MM]	[MS] [OR]	[Aq]	
[MT] [RI]	(NE) (SC)	[\$D] [HA]	[HH] [MT]	[W] [XI]	[MM] [TU]	[NY] [VT]	[NC] _{YA}	[DN] [AW]	[WY]	[0K] [WI]	(WY)	(PR)	

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 

and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold Debt .... **10,045,000** Equity ..... Common Preferred Convertible Securities (including warrants) Other (Specify \_\_ Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors Non-accredited Investors Total (for filings under Rule 504 only) ..... Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering, Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Sold Type of offering Security Rule \$05 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, surnish an estimate and check the box to the lest of the estimate. Transfer Agent's Fees ..... Printing and Engraving Costs Legal Fees .....Legal Fees ..... Accounting Fees...... Engineering Fees ..... Sales Commissions (specify finders' fees separately)..... Other Expenses (identify)

SC OFFERING PRICE NUMBER OF INVESTORS TEXT ENSISTAND DESCRIPTION FOR

Total....

C-OFFERINGPRICE NUMBE	rkofanyestorgsexeenseskani	MSE/OETROC	PPDS:
b. Enter the difference between the aggregate off tion 1 and total expenses furnished in response to "adjusted gross proceeds to the issuer."	Part C - Question 4.a. This difference	is the	<b>s</b> 8,960,50
<ol> <li>Indicate below the amount of the adjusted gross used for each of the purposes shown. If the amo- estimate and check the box to the left of the estima the adjusted gross proceeds to the issuer set forth</li> </ol>	unt for any purpose is not known, furnite. The total of the payments listed mus	sish an t equal above. Payments Officers	i.
		Directors, Affiliate	S Others
Salaries and fees		. X s	0 \$
Purchase of real estate		. o s	o s
Purchase, rental or leasing and installation of	machinery and equipment	. 🗆 <b>s</b>	o s
Construction or leasing of plant buildings and	l facilities	. 🗆 \$	🗆 \$
Acquisition of other businesses (including the offering that may be used in exchange for the issuer pursuant to a merger)	assets or securities of another	. 🛭 \$	0 \$
Repayment of indebtedness			
Working capital	ions	. D \$	\$\frac{1}{54,860,500}\$\$ \$\frac{1}{51,600,000}\$\$
	Operations		X 1.500,000
FDA Clinic	cal trials	п :	1,000,000 و
Column Totals		. 🗅 \$	$s^{8,960,000}$
Total Payments Listed (column totals added)	•••••	×	8,960,000
	Dependeratesterature	• •	
he issuer has duly caused this notice to be signed by bllowing signature constitutes an undertaking by the i- uest of its staff, the information furnished by the iss	ssuer to furnish to the U.S. Securities a	nd Exchange Con	unission, upon written re
isuce (Print or Type) ISOLAGEN, INC.	Signature	1	3-25-03
lame of Signer (Print or Type)	Title of Signer (Print or Pope)		
Jeffrey Tomz	Chief Financial Offic	er/Secretar	у
A presently undetermined amount and directors.	may be paid for salaries	of officers	

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

## ESTATEGICNATURE

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (l) presently subject to any of the disqualification provisions

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is siled, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) ISOLAGEN, INC.	Signature A	3-25-03
Name (Print or Type) Jeffrey Tomz	Title (Print or Type)  Chief Financial Officer/Secretar	ry

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. signatures.